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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning

**JUL 1, 2014**

, and ending

**JUN 30, 2015**

Name of foundation

**LUETKEMEYER JR. FAMILY FOUNDATION, INC.**

A Employer identification number

**52-2098039**

Number and street (or P.O. box number if mail is not delivered to street address)

**1427 CLARKVIEW ROAD, SUITE 500**

Room/suite

B Telephone number

**443-921-4358**

City or town, state or province, country, and ZIP or foreign postal code

**BALTIMORE, MD 21209-2100**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

**\$ 912,404.**

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

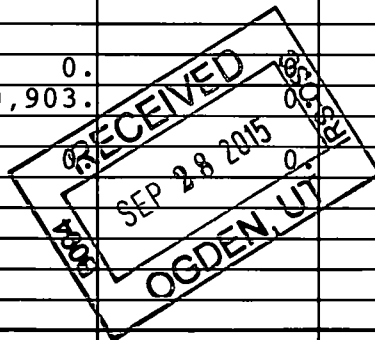
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	<b>5,548.</b>	<b>5,548.</b>		<b>STATEMENT 1</b>
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<b>118,732.</b>			
b Gross sales price for all assets on line 6a	<b>474,323.</b>			
7 Capital gain net income (from Part IV, line 2)		<b>118,732.</b>		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	<b>124,280.</b>	<b>124,280.</b>	<b>0.</b>	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc	<b>0.</b>	<b>0.</b>	<b>0.</b>	<b>0.</b>
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees <b>STMT 2</b>	<b>1,375.</b>	<b>0.</b>		<b>1,375.</b>
c Other professional fees <b>STMT 3</b>	<b>10,903.</b>	<b>10,903.</b>		<b>0.</b>
17 Interest				
18 Taxes <b>STMT 4</b>	<b>1,868.</b>			<b>0.</b>
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	<b>14,146.</b>	<b>10,903.</b>	<b>0.</b>	<b>1,375.</b>
25 Contributions, gifts, grants paid	<b>38,000.</b>			<b>38,000.</b>
26 Total expenses and disbursements Add lines 24 and 25	<b>52,146.</b>	<b>10,903.</b>	<b>0.</b>	<b>39,375.</b>
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<b>72,134.</b>			
b Net investment income (if negative, enter -0-)		<b>113,377.</b>		
c Adjusted net income (if negative, enter -0-)			<b>0.</b>	

423501  
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

SCANNED SEP 03 2015



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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing		1,053.	1,878.	1,878.
	2	Savings and temporary cash investments		2,300.	<435.>	<435.>
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock <b>STMT 5</b>		482,225.	556,269.	910,961.
	c	Investments - corporate bonds				
<b>Liabilities</b>	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		485,578.	557,712.	912,404.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
<b>Net Assets or Fund Balances</b>	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
		<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
		<b>and complete lines 27 through 31</b>				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		485,578.	557,712.	
	30	<b>Total net assets or fund balances</b>		485,578.	557,712.	
	31	<b>Total liabilities and net assets/fund balances</b>		485,578.	557,712.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	485,578.
2	Enter amount from Part I, line 27a	2	72,134.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	557,712.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	557,712.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>			<b>P</b>		
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 474,323.		355,591.	118,732.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			118,732.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	118,732.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2013	34,370.	834,231.	.041200
2012	29,375.	690,961.	.042513
2011	26,371.	621,419.	.042437
2010	26,350.	592,430.	.044478
2009	26,134.	502,947.	.051962

2 Total of line 1, column (d)	2	.222590
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044518
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	895,084.
5 Multiply line 4 by line 3	5	39,847.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,134.
7 Add lines 5 and 6	7	40,981.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	39,375.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,268.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,268.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,268.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		41.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		2,309.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>THE FOUNDATION</b> Telephone no. ► <b>443-921-4358</b> Located at ► <b>1427 CLARKVIEW ROAD, SUITE 500, BALTIMORE, MD</b> ZIP+4 ► <b>21209-2100</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 THE FOUNDATION AWARDS GRANTS AND CONTRIBUTIONS TO OTHER SECTION 501(C)(3) ORGANIZATIONS.	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	899,759.
b Average of monthly cash balances	1b	8,956.
c Fair market value of all other assets	1c	
d <b>Total</b> (add lines 1a, b, and c)	1d	908,715.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	908,715.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,631.
5 <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	895,084.
6 <b>Minimum investment return</b> Enter 5% of line 5	6	44,754.

**Part XIII****Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	44,754.
2a Tax on investment income for 2014 from Part VI, line 5	2a	2,268.	
b Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	2,268.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	42,486.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	42,486.
6 Deduction from distributable amount (see instructions)		6	0.
7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	42,486.

**Part XIII****Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	39,375.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	39,375.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	39,375.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				42,486.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			37,805.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ► \$ 39,375.				
<b>a</b> Applied to 2013, but not more than line 2a			37,805.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2014 distributable amount				1,570.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				40,916.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

N/A

- |  |               |  |            |
|--|---------------|--|------------|
|  | 4942(i)(3) or |  | 4942(i)(5) |
|--|---------------|--|------------|

- (4) Gross investment income**

[illegible]

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
CRISTO REY JESUIT HIGH SCHOOL 420 S CHESTER STREET BALTIMORE, MD 21231	NONE	PUBLIC	UNRESTRICTED	5,000.
CAREY SCHOOL ONE CAREY SCHOOL LANE SAN MATEO, CA 94403	NONE	PUBLIC	UNRESTRICTED	5,000.
FAMILY CONNECTIONS P.O. BOX 358 SAN CARLOS, CA 94070	NONE	PUBLIC	UNRESTRICTED	5,000.
LAURENCE SCHOOL 3639 VICTORY BOULEVARD VALLEY GLEN, CA 91401	NONE	PUBLIC	UNRESTRICTED	5,000.
PARKS AND PEOPLE FOUNDATION 800 WYMAN PARK DRIVE BALTIMORE, MD 21211	NONE	PUBLIC	UNRESTRICTED	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a</b> 38,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>3b</b> 0.

**Part XVI-A      Analysis of Income-Producing Activities**

\*Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	5,548.	
5 Net rental income or (loss) from real estate:						
a	Debt-financed property					
b	Not debt-financed property					
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	118,732.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)			0.		124,280.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13	124,280.

(See worksheet in line 13 instructions to verify calculations )

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]

## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              | <b>Yes</b> | <b>No</b> |
|          |  |              |            |           |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
|          | (1) Cash   | <b>1a(1)</b> |            | <b>X</b>  |
|          | (2) Other assets   | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> | Other transactions:  |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |            | <b>X</b>  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |            | <b>X</b>  |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |            | <b>X</b>  |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> |            | <b>X</b>  |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> |            | <b>X</b>  |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received. |              |            |           |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date 9/15/15

**VICE PRESIDENT**  
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

LISA STRONG

Preparer's signature

Kisa M. King

Date \_\_\_\_\_

07/13/15

Check ☐ self-employed

PTIN

P01011712

Firm's name ▶ **MISTER, BURTON & FRENCH, LLC**

Firm's EIN ▶ 26-2574303

Firm's address ▶ 307 INTERNATIONAL CIR, #570  
HUNT VALLEY, MD 21030

Phone no. 410.771.9040

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PNC	5,548.	0.	5,548.	5,548.	5,548.
TO PART I, LINE 4	5,548.	0.	5,548.	5,548.	5,548.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP	1,375.	0.	0.	1,375.
TO FORM 990-PF, PG 1, LN 16B	1,375.	0.	0.	1,375.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	10,903.	10,903.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	10,903.	10,903.	0.	0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2013 EXCISE TAX	1,868.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,868.	0.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT	556,269.	910,961.
TOTAL TO FORM 990-PF, PART II, LINE 10B	556,269.	910,961.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUZANNE F LUETKEMEYER 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	PRESIDENT 0.00	0.	0.	0.
JOHN A LUETKEMEYER 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	VP 0.00	0.	0.	0.
JULIA PHILLIPS 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	VP 0.00	0.	0.	0.
MARY LUETKEMEYER 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	TREASURER 0.00	0.	0.	0.
ANNE LUETKEMEYER 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.



**Part XV. Supplementary Information**

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
PLANNED PARENTHOOD FEDERATION OF AMERICA 1110 VERMONT AVENUE NW, SUITE 300 WASHINGTON, DC 20005	NONE	PUBLIC	UNRESTRICTED	5,000.
STEP UP WOMEN'S NETWORK 500 SOUTH HEWITT STREET #111 LOS ANGELES, CA 90013	NONE	PUBLIC	UNRESTRICTED	5,000.
JHPIEGO 1615 THAMES STREET BALTIMORE, MD 21231-3492	NONE	PUBLIC	UNRESTRICTED	3,000.
<b>Total from continuation sheets</b>				<b>13,000.</b>

## Detail

### Portfolio - principal

#### Cash and cash equivalents

##### Uninvested cash

Description	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
		Quantity	price per unit						
UNINVESTED CASH		- 435 230	- \$435 23	- 0 05 %		- \$435 23			
			\$1 0000			\$1 00			

#### Equities

##### Stocks Consumer discretionary

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
		Quantity	price per unit						
SIGNET JEWELERS LTD (SIG)	\$28,452 60	220	\$128 2400	3 10 %		\$16,428 17	\$11,784 63	0 69 %	\$193 60
ISIN BM6812761002 SEDOL B3CTNK6						\$74 67			
CARMAX INC (KMX)	32,678 40	460	30,456 60	3 35 %		21,713 03	8,743 57		
			66 2100			47 20			
CHIPOTLE MEXICAN GRIL CL A (CMG)	16,619 04	27	16,334 73	1 80 %		18,016 29	- 1,681 56		
			604 9900			667 27			
LKQ CORP (LKQ)	44,712 05	1,565	47,333 43	5 20 %		28,490 27	18,843 16		
			30 2450			18 21			
MCGRW HILL FINANCIAL INC (MHFI)	13,383 75	129	12,958 05	1 43 %		13,590 93	- 632 88	1 32 %	170 28
			100 4500			105 36			
<b>Total consumer discretionary</b>			<b>\$135,295.61</b>	<b>14.86 %</b>		<b>\$98,238.69</b>	<b>\$37,056.92</b>	<b>0.27 %</b>	<b>\$363.88</b>



INSTITUTIONAL  
ASSET MANAGEMENT

LUETKEMEYER JR FAMILY FDN CUST  
CUSTODY STATEMENT

Account number 21-46-001-7788061  
June 1, 2015 - June 30, 2015

Detail

Financial

Financial Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	Current price per unit	Current		Avg tax cost per unit	Total tax cost			
DISCOVER FINANCIAL W/I (DFS)	\$32,339.85	555	\$31,979.10	3.52 %	\$31,423.36	\$555.74	1.95 %	\$621.60	
MARKEL CORP (HOLDING CO) (MKL)	29,364.88	38	\$57,6200	3.34 %	11,442.30	18,983.54			
MASTERCARD INC CL A (MA)	14,577.08	158	30,425.84	1.63 %	301.11	706.26	0.69 %	101.12	
MOODY'S CORP (MCO)	35,132.50	325	800.6800	3.86 %	14,063.58	10,655.94	1.26 %	442.00	
PRA GROUP INC (PRAA)	18,276.72	550	35,087.00	3.77 %	89.01	2,470.34			
SEI INVESTMENT CO (SEIC)	45,113.12	943	107.9600	5.08 %	24,431.06	25,162.62	0.98 %	452.64	
VISA INC (V)	46,427.68	676	34,270.50	4.99 %	57.82	33,613.41	0.72 %	324.48	
CLASS A SHARES			46,235.29	2.23 %	22.35	4,142.13			
WAGEWORKS INC (WAGE)	21,440.00	500	49.0300		11,779.99				
			45,393.40		17.43				
			67.1500		16,082.87				
			20,225.00		32.17				
			40.4500						
Total financial			\$258,385.97	28.38 %	\$162,095.99	\$96,289.98	0.75 %	\$1,941.84	

Health care

Health care		Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
Description (Symbol)	Quantity	price per unit	Current			Avg tax cost per unit				
ATRION CORP (ATRI)	\$13,120.80	\$13,730.85			1.51 %	\$7,068.08	\$6,662.77	0.77 %	\$105.00	
	35	\$392.3100								
BIOMED INC (BIIB)	7,939.80	20,197.00			2.22 %	18,375.87	1,821.13			
	50	403.9400				367.52				
CELGENE CORP (CELG)	24,032.40	24,304.35			2.67 %	6,202.73	18,101.62			
	210	115.7350				29.54				
EXAMWORKS GROUP INC (EXAM)	17,782.80	17,008.50			1.87 %	11,107.49	5,901.01			
	435	39.1000				25.53				
INTUITIVE SURGICAL INC (ISRG)	17,071.25	16,957.50			1.87 %	14,486.75	2,470.75			
	35	484.5000				413.91				
Total health care			\$92,198.20		10.13 %	\$57,240.92	\$34,957.28	0.11 %	\$105.00	

*Detail*

**Industrials**

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Quantity	price per unit		Avg tax cost per unit	Unrealized gain/loss			
COSTAR GROUP INC (CSGP)	\$17,757 35	\$17,107 10	85	\$201 2600	1 88 %	\$4,524 14	\$12,582 96			
FASTENAL CO (FAST)	17,890 81	11,388 60	270	42 1800	1 26 %	1,303 59	10,085 01		2 66 %	302 40
HEALTH CARE SERVICES GROUP INC (HCSG)	19,485 45	21,317 25	645	33 0500	2 35 %	8,774 81	12,542 44		2 15 %	457 95
STERICYCLE INC (SRCL)	28,833 00	28,121 10	210	133 9100	3 09 %	15,161 75	12,959 35			
3D SYS CORP DEL (DDD)	7,042 14	6,285 44	322	19 5200	0 69 %	5,543 73	741 71			
NEW	31,935 20	32,014 40	440	72 7600	3 52 %	27,462 17	4,552 23			
VERISK ANALYTICS INC (VRSK)	18,926 70	18,376 80	390	47 1200	2 02 %	13,639 96	4,736 84		1 11 %	202 80
WASTE CONNECTIONS INC (WCN)						34 97				
<b>Total Industrials</b>				<b>\$134,610.69</b>	<b>14.78 %</b>	<b>\$76,410.15</b>	<b>\$58,200.54</b>		<b>0.72 %</b>	<b>\$963.15</b>

**Information technology**

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Quantity	price per unit		Avg tax cost per unit	Unrealized gain/loss			
STRATASYS LTD (SSYS)	\$3,022 60	\$2,969 05	85	\$34 9300	0 33 %	\$9,086 02	- \$6,116 97			
ISIN IL0011267213 SEDOL B7WD7D7						\$106 89				
ANSYS INC (ANSS)	36,935 00	37,864 60	415	91 2400	4.16 %	15,261 08	22,603 52			
BLACKBAUD INC (BLKB)	10,815 86	12,016 45	211	56 9500	1 32 %	9,121 88	2,894 57		0 85 %	101 28
EXPONENT INC (EXPO)	7,831 04	12,493 62	279	44 7800	1 38 %	8,755 25	3,738 37		1 34 %	167 40
IMAX CORP (IMAX)	25,414 20	25,370 10	630	40 2700	2 79 %	17,220 02	8,150 08			
ISIN CA45245E1097 SEDOL 2473859						27 33				
QUALCOMM (QCOM)	23,203 44	20,855 79	333	62 6300	2 29 %	13,100 30	7,755 49		3 07 %	639 36



INSTITUTIONAL  
ASSET MANAGEMENT

LUETKEMEYER JR FAMILY FDN CUST  
CUSTODY STATEMENT

Account number 21-46-001-7788061  
June 1, 2015 - June 30, 2015

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Detail

Information technology

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit			Avg	tax cost per unit			
RED HAT INC (RHT)	37,089	60	36,446.40	4.01 %	24,017	15	12,429.25		
	480		75,9300		50	04			
ROPER TECHNOLOGIES INC (ROP)	35,866	80	35,354.30	3.89 %	13,445	47	21,908.83	0.58 %	205.00
	205		172,4600		65	59			
TANGOE INC/CT (TNGO)	9,227	46	9,133.08	1.01 %	9,820	37	- 687.29		
	726		12,5800		13	53			
TRIMBLE NAVIGATION LTD (TRMB)	18,634	80	18,650.70	2.05 %	7,397	03	11,253.67		
	795		23,4600		9	30			
TYLER TECHNOLOGIES INC (TYL)	18,829	40	20,053.90	2.21 %	6,550	04	13,503.86		
	155		129,3800		42	26			
Total information technology			\$231,207.99	25.39 %	\$133,774.61		\$97,433.38	0.48 %	\$1,113.04

Materials

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit			Avg	tax cost per unit			
ECOLAB INC (ECL)	\$30,955	50	\$30,528.90	3.36 %	\$13,089	26	\$17,439.64	1.17 %	\$356.40
	270		\$113,0700		\$48	48			

Telecommunication services

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit			Avg	tax cost per unit			
AMERICAN TOWER CORP (AMT)	\$21,341	70	\$28,733.32	3.16 %	\$15,419	67	\$13,313.65	1.89 %	\$542.08
	308		\$93,2900		\$50	06			
Total stocks			\$910,960.68	100.05 %	\$556,269.29		\$354,691.39	0.59 %	\$5,385.39
Total equities			\$910,960.68	100.05 %	\$556,269.29		\$354,691.39	0.59 %	\$5,385.39
Total portfolio			\$910,525.45	100.00 %	\$555,834.06		\$354,691.39	0.59 %	\$5,385.39